

OCT 4 1971 -2 15 PM

INTERSTATE COMMERCE COMMISSION

RELEASE OF SECURITY INTEREST  
AND MORTGAGE

By Security Agreement and Mortgage dated April 20, 1971, between MARATHON LEASING COMPANY (the "Company") as Debtor, and BANK OF THE SOUTHWEST NATIONAL ASSOCIATION, HOUSTON (the "Bank") as Secured Party, the Company granted to the Bank a security interest in the following properties:

Fifty-Nine (59) Railroad Tank Cars described as follows:

<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Numbered</u>
20 tank cars	DOT111A100W5	10,000	RTMX 1000 through 1019
25 tank cars	DOT111A100W5	20,000	RTMX 2000 through 2024
14 tank cars	DOT111A100W1	16,000	RTMX 1600 through 1613

Such security interest was granted to secure a Note dated April 20, 1971 in the amount of \$950,000.00 payable to the order of the Bank on or before 180 days after date. Said Note, with accrued interest thereon, has been fully paid to the Bank, the legal and equitable holder and owner of such Note.

NOW THEREFORE the Bank, in consideration of the full and final payment of said Note, has released and discharged and by these presents, does release and discharge unto the Company, its successors and assigns, the security interest created by the instrument above mentioned, together with all other rights, titles, interests, liens or other claims in and to the above described tank cars, except that the Bank is not hereby releasing any right, title, interest, mortgage or security interest relating to the above described tank cars.

created by Marathon Leasing Company Equipment Trust Agreement,  
Series 3, dated October 1, 1971, between the Company and the Bank.

IN WITNESS WHEREOF the Company and the Bank have caused  
their names to be signed hereto by their respective of-  
ficers thereunto duly authorized and their respective  
corporate seal duly attested to be hereunto affixed as of  
this 1st day of October, 1971.

MARATHON LEASING COMPANY

By C. T. Carolan  
President

ATTEST:

James D. Offner

BANK OF THE SOUTHWEST NATIONAL  
ASSOCIATION, HOUSTON

By E. S. Chapman

ATTEST:

John A. Stegall

THE STATE OF TEXAS §

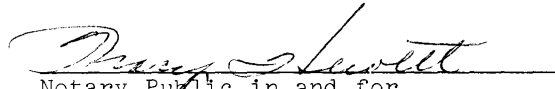
COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and  
for said County and State, on this day personally appeared  
C. T. CAROLAN, President of MARATHON LEASING COMPANY, a  
Delaware corporation, known to me to be the person and officer  
whose name is subscribed to the foregoing instrument, and

acknowledged to me that the same was the act and deed of said corporation and that he executed the same as the act and deed of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 1st day of October, 1971.

MARY HEWETT  
Notary Public in and for Harris County, Texas  
My Commission Expires June 1, 1973

  
Notary Public in and for  
Harris County, T e x a s

My Commission Expires:  
June 1, 1973

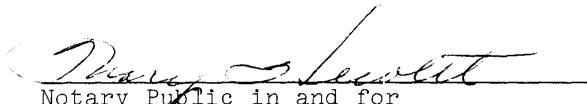
THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared E. S. Chapline, Jr., Vice President of BANK OF THE SOUTHWEST NATIONAL ASSOCIATION, HOUSTON, a national banking association, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act and deed of said association and that he executed the same as the act and deed of such association for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 1st day of October, 1971.

MARY HEWETT  
Notary Public in and for Harris County, Texas  
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